

# CADWALADER

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May 31, 2006

## VIA FEDEX

United States Bankruptcy Court  
Southern District of New York  
Kathleen Farrell-Willoughby  
Clerk of Court  
One Bowling Green  
New York, New York 10004

Re: Delphi Notice of Transfer of Claims

Dear Ms. Farrell-Willoughby:

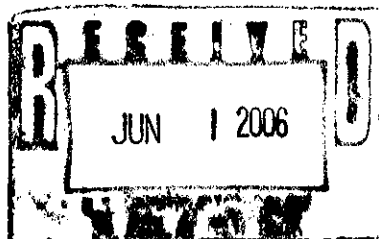
Enclosed please find a 3001(e) Notice of Transfer of Claim for the above referenced entity for the Transfer of Claim from Sypris Test & Measures to Bank of America, N.A. Please file this with the bankruptcy court and return a file stamped copy to me at the address below. Thank you and please do not hesitate to contact me with any questions or concerns.

Best regards,



Brett W. Peiffer  
Cadwalader, Wickersham & Taft LLP  
227 W. Trade Street, Suite 2400  
Charlotte, North Carolina 28202-1689

Enclosure



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION

Debtor.

Chapter 11

Case No. 05-44481

Claim#1913

**NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(c)(2)**

To: (Transferor) SYPRIS TEST & MEASUREMENT, INC.  
6120 Hanging Moss Road  
Orlando, Florida 32807  
Attn: Larry J. Bernicky

The transfer of your claim as shown above, in the amount of \$97,854.32 has been transferred (unless previously expunged by court order) to:

BANK OF AMERICA, N.A..  
100 North Tryon Street, 20<sup>th</sup> Floor  
Mail Code NC1-007-20-01  
Charlotte, North Carolina 28255  
Attn: Information Manager

No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

- FILE A WRITTEN OBJECTION TO THE TRANSFER with:

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, New York 10004

- SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.

Refer to INTERNAL CONTROL No. \_\_\_\_ in your objection. If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

Intake Clerk

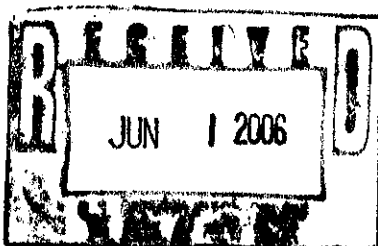
FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, post prepaid on\_\_\_\_, 2006.

INTERNAL CONTROL NO. \_\_\_\_\_

Claims Agent Noticed: (Name of Outside Agent)

Copy to Transferee: \_\_\_\_\_



Deputy Clerk

**EVIDENCE OF TRANSFER OF CLAIM**

Exhibit B

[See attached]

EVIDENCE OF TRANSFER OF CLAIM

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

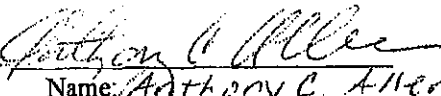
**Assignor: SYPRIS TEST & MEASUREMENT, INC.**

**Assignee: BANK OF AMERICA, N.A.**

For value received, the adequacy and sufficiency of which are hereby acknowledged, Assignor hereby unconditionally and irrevocably sells, transfers and assigns to Assignee all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of \$97,854.32 as described in that certain Proof of Claim dated February 2, 2006 and assigned Claim No. 1913 against Delphi Corporation ("Debtor") in the bankruptcy case In re Delphi Corporation, et al., Chapter 11 Case No. 05-44481 (RDD) (Jointly Administered) filed October 8, 2005 in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 30<sup>th</sup> day of May 2006.

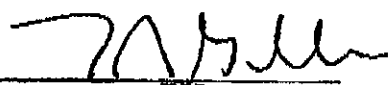
<b>ASSIGNOR:</b> SYPRIS TEST & MEASUREMENT, INC.	<b>ASSIGNEE:</b> BANK OF AMERICA, N.A.
By:  Name: <u>Anthony C. Allen</u> Title: <u>Treasurer</u>	By: _____ Name: _____ Title: _____

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 30<sup>TH</sup> day of May 2006.

<b>ASSIGNOR:</b> SYPRIS TEST & MEASUREMENT, INC.	<b>ASSIGNEE:</b> BANK OF AMERICA, N.A.
By: _____ Name: Title:	By:  Name: <b>TOBY GILBERT</b> Title: <b>VICE PRESIDENT</b>